

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM D

STATE OF SALE OF SECURITIES
RESUBMIT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

3235-0076



04009415

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Cullen/Frost Capital Trust II Floating Rate Capital Securities, Series A (the "Capital Securities"); Floating Rate Junior Subordinated Deferrable Interest Debentures, Series A of Cullen/Frost Bankers, Inc. (the "Junior Subordinated Debentures"); Capital Securities Guarantee of Cullen/Frost Bankers, Inc.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment**PROCESSED****A. BASIC IDENTIFICATION DATA**

MAR 02 2004

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)THOMSON
FINANCIAL

Cullen/Frost Capital Trust II (the "Issuer Trust") and Cullen/Frost Bankers, Inc. (the "Corporation")

Address of Executive Offices (Issuer Trust) c/o The Bank of New York (Delaware), White Clay Center, Route 273, Newark, DE	(Number and Street, City, State, Zip Code) 19711	Telephone Number (Including Area Code) (302) 451-2500
Address of Executive Offices (Corporation) 100 W. Houston Street, San Antonio, TX	(Number and Street, City, State, Zip Code) 78205	Telephone Number (Including Area Code) (210) 220-4011
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

Brief Description of Business

The Issuer Trust, a Delaware statutory trust, exists for the exclusive purpose of (i) issuing and selling the Capital Securities and using the proceeds therefrom to acquire the Junior Subordinated Debentures and (ii) engaging in those activities necessary or incidental thereto. The Corporation, a Texas business corporation, is a financial holding company and bank holding company that provides, through its subsidiaries, a broad array of products and services throughout 12 Texas markets.

Type of Business Organization

☒ corporation (Corporation) ☐ limited partnership, already formed
☒ business trust (Issuer Trust) ☐ limited partnership, to be formed ☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization

(Issuer Trust):

Month Year

02 04

☒ Actual ☐ Estimated

(Corporation):

07 77

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

D E

(Issuer Trust)

T X

(Corporation)